



For the Year Ending December 31, 2004
OF THE CONDITION AND AFFAIRS OF THE
Midwest Health Plan, Inc.

NAIC Group Code	0000 (Current Period)	,	0000 (Prior Period)	NAIC Company Code	95814	Employer's ID Number	38-3123777
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America						
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]		
Incorporated				Commenced Business			
Statutory Home Office	5050 Schaefer Road (Street and Number)			,	Dearborn, MI 48126 (City, or Town, State and Zip Code)		
Main Administrative Office				5050 Schaefer Road (Street and Number)			
	Dearborn, MI 48126 (City or Town, State and Zip Code)				(313)581-3700 (Area Code) (Telephone Number)		
Mail Address	5050 Schaefer Road (Street and Number or P.O. Box)			,	Dearborn, MI 48126 (City, or Town, State and Zip Code)		
Primary Location of Books and Records				5050 Schaefer (Street and Number)			
	Dearborn, MI 48126 (City, or Town, State and Zip Code)				(313)581-3700 (Area Code) (Telephone Number)		
Internet Website Address	www.midwesthealthplan.com						
Statutory Statement Contact	Allen A. Kessler, CPA (Name)				(313)586-6064 (Area Code)(Telephone Number)(Extension)		
	akessler@midwesthealthplan.com (E-Mail Address)				(313)581-8699 (Fax Number)		
Policyowner Relations Contact				(Street and Number)			
	(City, or Town, State and Zip Code)				(Area Code) (Telephone Number)(Extension)		

OFFICERS

<u>Name</u>	<u>Title</u>
Mark Saffer DPM	President
Jack Shapiro MD	Secretary
Robert Rubin DPM	Treasurer

OTHERS

Marshall G. Katz MD

DIRECTORS OR TRUSTEES

Mark Saffer DPM
Rick Poston DO
Sandra Boyd

Jack Shapiro MD
Robert Rubin DPM
Myra Gamble

State of Michigan
County of Wayne ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Mark Saffer	Jack Shapiro	Robert Rubin
(Printed Name)	(Printed Name)	(Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2005

a. Is this an original filing? Yes[X] No[]

b. If no,

1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

(Notary Public Signature)

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
N O N E						
0599999 Accident and health premiums due and unpaid (Page 2, Line 12)

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables - Not Individually Listed						
..... 417,434	417,434					417,434
0199998 Subtotal - Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	417,434					417,434
0299998 Subtotal - Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Subtotal - Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
0499998 Subtotal - Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Subtotal - Risk Sharing Receivables - Not Individually Listed	63,635					63,635
0599999 Subtotal - Risk Sharing Receivables	63,635					63,635
0699998 Subtotal - Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables						
0799999 Gross health care receivables	481,069					481,069

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)
Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....	.....	.....	.....	.....	.....	.....
0399999 Aggregate Accounts Not Individually Listed - Covered .....	.... 15,006,444	.....	.....	.....	.....	.... 15,006,444
0499999 Subtotals .....	.... 15,006,444	.....	.....	.....	.....	.... 15,006,444
0599999 Unreported claims and other claim reserves .....						.....
0699999 Total Amounts Withheld .....						.....
0799999 Total Claims Unpaid .....						.... 15,006,444
0899999 Accrued Medical Incentive Pool and Bonus Amounts .....						..... 1,272,668

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
0299999 Receivables not individually listed	14,487					14,487	
0399999 Total gross amounts receivable	14,487					14,487	

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
	<div>NONE</div>			
0399999 Total gross payables .....	..... X X X .....	.....	.....	.....

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total	Total Members Covered	Column 3 as a % of Total	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups	15,860,103	17.339	33,645	61.101	3,006,295	12,853,808
2.	Intermediaries						
3.	All other providers	123,731	0.135				123,731
4.	Total capitation payments	15,983,834	17.475	33,645	61.101	3,006,295	12,977,539
Other Payments:							
5.	Fee-for-service			X X X	X X X		
6.	Contractual fee payments	73,449,763	80.300	X X X	X X X	1,125,199	72,324,564
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments	2,035,459	2.225	X X X	X X X	295,237	1,740,222
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	Total other payments	75,485,222	82.525	X X X	X X X	1,420,436	74,064,786
13.	Total (Line 4 plus Line 12)	91,469,056	100.000	X X X	X X X	4,426,731	87,042,325

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
NONE					
9999999			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment	86,140	17,046	86,032	17,154	17,154	41,180
2.	Medical furniture, equipment and fixtures						
3.	Pharmaceuticals and surgical supplies						
4.	Durable medical equipment						
5.	Other property and equipment						
6.	Total	86,140	17,046	86,032	17,154	17,154	41,180



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION:2. DIVISION:
BUSINESS IN THE STATE OF **MICHIGAN** DURING THE YEAR

NAIC Group Code 0000

NAIC Company Code 95814

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	48,729								48,729				
2. First Quarter	50,357								50,357				
3. Second Quarter	52,576								52,576				
4. Third Quarter	53,319								53,319				
5. Current Year	55,065								55,065				
6. Current Year Member Months	628,478								628,478				
Total Member Ambulatory Encounters for Year:													
7. Physician	198,564								198,564				
8. Non-Physician	201,045								201,045				
9. Total	399,609								399,609				
10. Hospital Patient Days Incurred	23,868								23,868				
11. Number of Inpatient Admissions	5,035								5,035				
12. Health Premiums Written	111,547,130								111,547,130				
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	111,547,130								111,547,130				
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	91,469,056								91,469,056				
18. Amount Incurred for Provision of Health Care Services	88,373,979								88,373,979				

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. DIVISION:

NAIC Group Code 0000 BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR NAIC Company Code 95814

30 Grand Total

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	48,729								48,729				
2. First Quarter	50,357								50,357				
3. Second Quarter	52,576								52,576				
4. Third Quarter	53,319								53,319				
5. Current Year	55,065								55,065				
6. Current Year Member Months	628,478								628,478				
Total Member Ambulatory Encounters for Year:													
7. Physician	198,564								198,564				
8. Non-Physician	201,045								201,045				
9. Total	399,609								399,609				
10. Hospital Patient Days Incurred	23,868								23,868				
11. Number of Inpatient Admissions	5,035								5,035				
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13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	111,547,130								111,547,130				
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	91,469,056								91,469,056				
18. Amount Incurred for Provision of Health Care Services	88,373,979								88,373,979				

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

SCHEDULE A - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value, December 31, prior year (prior year statement)	
2.	Increase (decrease) by adjustment:	
2.1	Totals, Part 1, Column 11	
2.2	Totals, Part 3, Column 7	
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
4.1	Totals, Part 1, Column 14	
4.2	Totals, Part 3, Column 9	
5.	Total profit (loss) on sales, Part 3, Column 14	
6.	Increase (decrease) by foreign exchange adjustment	
6.1	Totals, Part 1, Column 12	
6.2	Totals, Part 3, Column 8	
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 13	
8.	Book/adjusted carrying value at the end of current period	
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	

SCHEDULE B - VERIFICATION BETWEEN YEARS

1.	Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year	
2.	Amount loaned during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount and mortgage interest points and commitment fees	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of mortgages owned at end of current period (Page 2,mortgage lines, Net Admitted Assets column)	

SCHEDULE BA - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	
2.	Cost of acquisitions during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book/adjusted carrying value of long-term invested assets at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1.	U.S. Government, Schedules D & DA (Group 1)											
1.1	Class 1		1,006,458				1,006,458	4.49	1,007,813	100.00	1,006,458	
1.2	Class 2											
1.3	Class 3											
1.4	Class 4											
1.5	Class 5											
1.6	Class 6											
1.7	TOTALS		1,006,458				1,006,458	4.49	1,007,813	100.00	1,006,458	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Class 1											
2.2	Class 2											
2.3	Class 3											
2.4	Class 4											
2.5	Class 5											
2.6	Class 6											
2.7	TOTALS											
3.	States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1	Class 1											
3.2	Class 2											
3.3	Class 3											
3.4	Class 4											
3.5	Class 5											
3.6	Class 6											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Class 1											
4.2	Class 2											
4.3	Class 3											
4.4	Class 4											
4.5	Class 5											
4.6	Class 6											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1	Class 1											
5.2	Class 2											
5.3	Class 3											
5.4	Class 4											
5.5	Class 5											
5.6	Class 6											
5.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6.	Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1	Class 1											
6.2	Class 2											
6.3	Class 3											
6.4	Class 4											
6.5	Class 5											
6.6	Class 6											
6.7	TOTALS											
7.	Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1	Class 1	21,394,419					21,394,419	95.51			21,394,419	
7.2	Class 2											
7.3	Class 3											
7.4	Class 4											
7.5	Class 5											
7.6	Class 6											
7.7	TOTALS	21,394,419					21,394,419	95.51			21,394,419	
8.	Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1	Class 1											
8.2	Class 2											
8.3	Class 3											
8.4	Class 4											
8.5	Class 5											
8.6	Class 6											
8.7	TOTALS											
9.	Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1	Class 1											
9.2	Class 2											
9.3	Class 3											
9.4	Class 4											
9.5	Class 5											
9.6	Class 6											
9.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year												
10.1	Class 1	21,394,419	1,006,458				22,400,877	100.00	X X X	X X X	22,400,877	
10.2	Class 2								X X X	X X X		
10.3	Class 3								X X X	X X X		
10.4	Class 4								X X X	X X X		
10.5	Class 5						(c)		X X X	X X X		
10.6	Class 6						(c)		X X X	X X X		
10.7	TOTALS	21,394,419	1,006,458				(b) 22,400,877	100.00	X X X	X X X	22,400,877	
10.8	Line 10.7 as a % of Column 6	95.51	4.49				100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year												
11.1	Class 1	1,007,813					X X X	X X X	1,007,813	100.00	1,007,813	
11.2	Class 2						X X X	X X X				
11.3	Class 3						X X X	X X X				
11.4	Class 4						X X X	X X X				
11.5	Class 5						X X X	X X X	(c)			
11.6	Class 6						X X X	X X X	(c)			
11.7	TOTALS	1,007,813					X X X	X X X	(b) 1,007,813	100.00	1,007,813	
11.8	Line 11.7 as a % of Col. 8	100.00					X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds												
12.1	Class 1	21,394,419	1,006,458				22,400,877	100.00	1,007,813	100.00	22,400,877	X X X
12.2	Class 2											X X X
12.3	Class 3											X X X
12.4	Class 4											X X X
12.5	Class 5											X X X
12.6	Class 6											X X X
12.7	TOTALS	21,394,419	1,006,458				22,400,877	100.00	1,007,813	100.00	22,400,877	X X X
12.8	Line 12.7 as a % of Col. 6	95.51	4.49				100.00	X X X	X X X	X X X	100.00	X X X
12.9	Line 12.7 as a % of Line 10.7, Col. 6, Section 10	95.51	4.49				100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds												
13.1	Class 1										X X X	
13.2	Class 2										X X X	
13.3	Class 3										X X X	
13.4	Class 4										X X X	
13.5	Class 5										X X X	
13.6	Class 6										X X X	
13.7	TOTALS										X X X	
13.8	Line 13.7 as a % of Col. 6							X X X	X X X	X X X	X X X	
13.9	Line 13.7 as a % of Line 10.7, Col. 6, Section 10							X X X	X X X	X X X	X X X	

(a) Includes \$..... freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$..... current year, \$..... prior year of bonds with Z designations and \$..... current year, \$..... prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes \$..... current year, \$..... prior year of bonds with 5* designations and \$..... current year, \$..... prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments, Schedules D & DA (Group 1)											
1.1	Issuer Obligations	21,394,419	1,006,458				22,400,877	100.00	1,007,813	100.00	22,400,877	
1.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
1.7	TOTALS	21,394,419	1,006,458				22,400,877	100.00	1,007,813	100.00	22,400,877	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Issuer Obligations											
2.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3	Defined											
2.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5	Defined											
2.6	Other											
2.7	TOTALS											
3.	States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1	Issuer Obligations											
3.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3	Defined											
3.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5	Defined											
3.6	Other											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Issuer Obligations											
4.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3	Defined											
4.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5	Defined											
4.6	Other											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, SCH. D & DA (Group 5)											
5.1	Issuer Obligations											
5.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3	Defined											
5.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5	Defined											
5.6	Other											
5.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations											
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS											
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations											
7.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
7.5 Defined											
7.6 Other											
7.7 TOTALS											
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
10. Total Bonds Current Year											
10.1 Issuer Obligations	21,394,419	1,006,458				22,400,877	100.00	X X X	X X X	22,400,877	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								X X X	X X X		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								X X X	X X X		
10.4 Other								X X X	X X X		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								X X X	X X X		
10.6 Other								X X X	X X X		
10.7 TOTALS	21,394,419	1,006,458				22,400,877	100.00	X X X	X X X	22,400,877	
10.8 Line 10.7 as a % of Column 6	95.51	4.49				100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Issuer Obligations		1,007,813				X X X	X X X	1,007,813	100.00	1,007,813	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						X X X	X X X				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						X X X	X X X				
11.4 Other						X X X	X X X				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						X X X	X X X				
11.6 Other						X X X	X X X				
11.7 TOTALS		1,007,813				X X X	X X X	1,007,813	100.00	1,007,813	
11.8 Line 11.7 as a % of Column 8		100.00				X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	21,394,419	1,006,458				22,400,877	100.00	1,007,813	100.00	22,400,877	X X X
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											X X X
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											X X X
12.4 Other											X X X
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											X X X
12.6 Other											X X X
12.7 TOTALS	21,394,419	1,006,458				22,400,877	100.00	1,007,813	100.00	22,400,877	X X X
12.8 Line 12.7 as a % of Column 6	95.51	4.49				100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	95.51	4.49				100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										X X X	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										X X X	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										X X X	
13.4 Other										X X X	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										X X X	
13.6 Other										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Column 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							X X X	X X X	X X X	X X X	

SCHEDULE DA - PART 2
Verification of SHORT-TERM INVESTMENTS Between Years

		1	2	3	4	5
		Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, prior year .....	.....	.....	.....	.....	.....
2.	Cost of short-term investments acquired	21,394,419	.....	.....	21,394,419	.....
3.	Increase (decrease) by adjustment .....	.....	.....	.....	.....	.....
4.	Increase (decrease) by foreign exchange adjustment .....	.....	.....	.....	.....	.....
5.	Total profit (loss) on disposal of short-term investments .....	.....	.....	.....	.....	.....
6.	Consideration received on disposal of short-term investments .....	.....	.....	.....	.....	.....
7.	Book/adjusted carrying value, current year	21,394,419	.....	.....	21,394,419	.....
8.	Total valuation allowance .....	.....	.....	.....	.....	.....
9.	Subtotal (Lines 7 plus 8)	21,394,419	.....	.....	21,394,419	.....
10.	Total nonadmitted amounts .....	.....	.....	.....	.....	.....
11.	Statement value (Lines 9 minus 10)	21,394,419	.....	.....	21,394,419	.....
12.	Income collected during year .....	.....	.....	.....	.....	.....
13.	Income earned during year .....	.....	.....	.....	.....	.....

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

40 Schedule DB Part A Verification NONE

40 Schedule DB Part B Verification NONE

41 Schedule DB Part C Verification NONE

41 Schedule DB Part D Verification NONE

41 Schedule DB Part E Verification NONE

42 Schedule DB Part F Sn 1 - Sum Replicated Assets NONE

43 Schedule DB Part F Sn 2 - Recon Replicated Assets NONE

44 Schedule S - Part 1 - Section 2 NONE

SCHEDULE S - PART 2
Reinsurance Recoverable on Paid and Unpaid Losses Listed by
Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Paid Losses	7 Unpaid Losses
Accident and Health, Non-Affiliates						
67105 ...	41-0451140 ...	01/01/2004	Reliastar Life Ins Co	Minneapolis, MN	218,838	.....
0599999 Total - Accident and Health, Non-Affiliates					218,838	.....
0699999 Totals - Accident and Health					218,838	.....
0799999 Totals - Life, Annuity and Accident and Health					218,838	.....

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Non-Affiliates												
67105 ...	41-0451140 ...	01/01/2004	RELIASTAR LIFE INS CO	Minneapolis, MN	SSL/L/I	440,377	.....	.....	.....	.....	.....	.....
0299999 Total - Non-Affiliates						440,377	.....	.....	.....	.....	.....	.....
0399999 Totals						440,377	.....	.....	.....	.....	.....	.....

SCHEDULE S - PART 4
Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	10	11	12	13	14
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Totals (Cols. 5 + 6 + 7)	Letters of Credit	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+10+11+12+13 But Not in Excess of Col. 8
				N O N E									
1199999 Totals (General Account and Separate Accounts combined) .....				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....

SCHEDULE S - PART 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2004	2 2003	3 2002	4 2001	5 2000
A. OPERATIONS ITEMS					
1. Premiums					
2. Title XVIII-Medicare					
3. Title XIX - Medicaid	440	283	314	270	306
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses	89,050	78,127	66,118	57,382	35,716
B. BALANCE SHEET ITEMS					
6. Premiums receivable			2,120	4,003	5,209
7. Claims payable					
8. Reinsurance recoverable on paid losses	219	29	89	35	
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE					
(DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	34,102,996		34,102,996
2. Accident and health premiums due and unpaid (Line 12)			
3. Amounts recoverable from reinsurers (Line 13.1)	218,838		218,838
4. Net credit for ceded reinsurance	X X X		
5. All other admitted assets (Balance)	920,818		920,818
6. Total assets (Line 26)	35,242,651		35,242,651
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	15,006,444		15,006,444
8. Accrued medical incentive pool and bonus payments (Line 2)	1,272,668		1,272,668
9. Premiums received in advance (Line 8)			
10. Reinsurance in unauthorized companies (Line 18)			
11. All other liabilities (Balance)	1,013,871		1,013,871
12. Total liabilities (Line 22)	17,292,982		17,292,982
13. Total capital and surplus (Line 30)	17,949,669	X X X	17,949,669
14. Total liabilities, capital and surplus (Line 31)	35,242,651		35,242,651
NET CREDIT FOR CEDED REINSURANCE			
15. Claims unpaid			
16. Accrued medical incentive pool			
17. Premiums received in advance			
18. Reinsurance recoverable on paid losses			
19. Other ceded reinsurance recoverables			
20. Total ceded reinsurance recoverables			
21. Premiums receivable			
22. Unauthorized reinsurance			
23. Other ceded reinsurance payables/offsets			
24. Total ceded reinsurance payables/offsets			
25. Total net credit for ceded reinsurance			

SCHEDULE Y (continued)
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.. 00000 ..	.. 38-2342286 ..	Midwest Health Center, PC - Shared Services .....	.....	.....	.....	.....	840,000	.....	.....	.....	840,000	.....
.. 00000 ..	.. 38-2342286 ..	Midwest Health Center, PC - Provider Agreements .....	.....	.....	.....	.....	3,782,039	.....	.....	.....	3,782,039	.....
.. 00000 ..	.. 38-2342286 ..	Midwest Health Center, PC - IS Shared Services .....	.....	.....	.....	.....	628,478	.....	.....	.....	628,478	.....
.. 00000 ..	.. 38-3079378 ..	Brookside Health Center, PC - Provider Agreements .....	.....	.....	.....	.....	257,298	.....	.....	.....	257,298	.....
.. 00000 ..	.. 38-3443779 ..	SPS Woodbridge, LLC .....	.....	.....	.....	.....	513,410	.....	.....	.....	513,410	.....
.. 00000 ..	.. 38-2243830 ..	Woodhaven - Poston .....	.....	.....	.....	.....	205,994	.....	.....	.....	205,994	.....
.. 95814 ..	.. 38-3123777 ..	Midwest Health Plan Inc .....	.....	.....	.....	.....	(6,407,219)	.....	.....	.....	(6,407,219)	.....
.. 95751 ..	.. 38-2576638 ..	Carpenter Medical Associates .....	.....	.....	.....	.....	180,000	.....	.....	.....	180,000	.....
.. 95814 ..	.. 38-3123777 ..	Midwest Health Plan Inc .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
.. 00000 ..	.. 383137116 ..	Midwest-HC, Inc. ....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
.. 95814 ..	.. 38-3123777 ..	Midwest Health Plan Inc .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
9999999 Totals .....			.....	.....	.....	.....	.....	.....	X X X	.....	.....	.....

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
MARCH FILING	
1. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
2. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
3. Will an actuarial certification be filed by March 1?	Yes
4. Will the Risk-based Capital Report be filed with the NAIC by March 1?	Yes
5. Will the Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
6. Will the Life Supplement be filed with the state of domicile and the NAIC by March 1?	No
7. Will the Property/Casualty Supplement be filed with the state of domicile and the NAIC by March 1?	No
APRIL FILING	
8. Will Management's Discussion and Analysis be filed by April 1?	Yes
9. Will the Long-term Care Experience Reporting Forms be filed with the state of domicile by April 1?	No
10. Will the Investment Risks Interrogatories be filed by April 1?	Yes
JUNE FILING	
11. Will an audited financial report be filed by June 1 with the state of domicile?	Yes
Explanations:	

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



95814200436000000

2004

Document Code: 360

Health Life Supplement



95814200420500000

2004

Document Code: 205

Health Property / Casualty Supplement



95814200420700000

2004

Document Code: 207

LTC Experience Reporting Form C



95814200433000000

2004

Document Code: 330

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1	2	3
	Uncovered	Total	Total
	X X X		
0604. Management Fee Income - Related Party	X X X	542,453	
0697. Summary of remaining write-ins for Line 6 (Line 0604 through 0696)	X X X	542,453	

OVERFLOW PAGE FOR WRITE-INS

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS
(Gain and Loss Exhibit)

		1	2	3	4	5	6	7	8	9	10	11	12	13
		Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employee Health Benefit Plan	Title XVIII- Medicare	Title XIX- Medicaid	Stop Loss	Disability Income	Long- term Care	Other Health	Other Non-Health
0504.	Management Fee Income - Related Party	542,453	.....	.....	.....	.....	.....	.....	542,453	.....	.....	.....	.....	X X X
0597.	Summary of remaining write-ins for Line 5 (Lines 0504 through 0596)	542,453	.....	.....	.....	.....	.....	.....	542,453	.....	.....	.....	.....	X X X

OVERFLOW PAGE FOR WRITE-INS

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
2504.	0 .....	.....	.....	.....	.....	.....
2597.	Summary of overflow write-ins for Line 25 .....	.....	.....	.....	.....	.....

Supp13	Life Supplement Title Page	NONE
Supp14	Exhibit 5 - Aggregate Reserve for Life	NONE
Supp15	Exhibit 5 - Interrogatories	NONE
Supp16	Exhibit 7 - Deposit Type Contracts	NONE
Supp17	Schedule S - Part 1 - Section 1	NONE
Supp18	Schedule S - Part 3 - Section 1	NONE
Supp24	Property Supplement Title Page	NONE
Supp25	Schedule F Part 1 Assumed Reinsurance	NONE
Supp26	Schedule F Part 3 Ceded Reinsurance	NONE
Supp27	Schedule P - Part 1 Summary	NONE
Supp28	Schedule P - Part 1A	NONE
Supp29	Schedule P - Part 1B	NONE
Supp30	Schedule P - Part 1C	NONE
Supp31	Schedule P - Part 1D	NONE

Supp32	Schedule P - Part 1E	NONE
Supp33	Schedule P - Part 1F Sn 1	NONE
Supp34	Schedule P - Part 1F Sn 2	NONE
Supp35	Schedule P - Part 1G	NONE
Supp36	Schedule P - Part 1H Sn 1	NONE
Supp37	Schedule P - Part 1H Sn 2	NONE
Supp38	Schedule P - Part 1I	NONE
Supp39	Schedule P - Part 1J	NONE
Supp40	Schedule P - Part 1K	NONE
Supp41	Schedule P - Part 1L	NONE
Supp42	Schedule P - Part 1M	NONE
Supp43	Schedule P - Part 1N	NONE
Supp44	Schedule P - Part 1O	NONE
Supp45	Schedule P - Part 1P	NONE

Supp46	Schedule P - Part 1R Sn 1	NONE
Supp47	Schedule P - Part 1R Sn 2	NONE
Supp48	Schedule P - Part 1S	NONE
Supp49	Schedule P - Part 2 Summary	NONE
Supp50	Schedule P - Part 2A	NONE
Supp50	Schedule P - Part 2B	NONE
Supp50	Schedule P - Part 2C	NONE
Supp50	Schedule P - Part 2D	NONE
Supp50	Schedule P - Part 2E	NONE
Supp51	Schedule P - Part 2F Sn 1	NONE
Supp51	Schedule P - Part 2F Sn 2	NONE
Supp51	Schedule P - Part 2G	NONE
Supp51	Schedule P - Part 2H Sn 1	NONE
Supp51	Schedule P - Part 2H Sn 2	NONE
Supp52	Schedule P - Part 2I	NONE
Supp52	Schedule P - Part 2J	NONE
Supp52	Schedule P - Part 2K	NONE
Supp52	Schedule P - Part 2L	NONE
Supp52	Schedule P - Part 2M	NONE
Supp53	Schedule P - Part 2N	NONE
Supp53	Schedule P - Part 2O	NONE
Supp53	Schedule P - Part 2P	NONE
Supp54	Schedule P - Part 2R Sn 1	NONE
Supp54	Schedule P - Part 2R Sn 2	NONE
Supp54	Schedule P - Part 2S	NONE
Supp56	Insurance Expense Exhibit Title Page	NONE
Supp57	Insurance Expense Exhibit Interrogatories	NONE
Supp58	Insurance Expense Exhibit Part I	NONE
Supp59	Insurance Expense Exhibit Part II	NONE
Supp60	Insurance Expense Exhibit Part II (Cont.)	NONE

Supp61	Insurance Expense Exhibit Part III	NONE
Supp62	Insurance Expense Exhibit Part III (Cont.)	NONE
PS32	Schedule P - Part 3 Summary (Work Paper)	NONE
PS33	Schedule P - Part 3A (Work Paper)	NONE
PS33	Schedule P - Part 3B (Work Paper)	NONE
PS33	Schedule P - Part 3C (Work Paper)	NONE
PS33	Schedule P - Part 3D (Work Paper)	NONE
PS33	Schedule P - Part 3E (Work Paper)	NONE
PS34	Schedule P - Part 3F Sn 1 (Work Paper)	NONE
PS34	Schedule P - Part 3F Sn 2 (Work Paper)	NONE
PS34	Schedule P - Part 3G (Work Paper)	NONE
PS34	Schedule P - Part 3H Sn 1 (Work Paper)	NONE
PS34	Schedule P - Part 3H Sn 2 (Work Paper)	NONE
PS35	Schedule P - Part 3I (Work Paper)	NONE
PS35	Schedule P - Part 3J (Work Paper)	NONE
PS35	Schedule P - Part 3K (Work Paper)	NONE
PS35	Schedule P - Part 3L (Work Paper)	NONE
PS35	Schedule P - Part 3M (Work Paper)	NONE
PS36	Schedule P - Part 3N (Work Paper)	NONE
PS36	Schedule P - Part 3O (Work Paper)	NONE
PS36	Schedule P - Part 3P (Work Paper)	NONE
PS37	Schedule P - Part 3R Sn 1 (Work Paper)	NONE
PS37	Schedule P - Part 3R Sn 2 (Work Paper)	NONE
PS37	Schedule P - Part 3S (Work Paper)	NONE

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